

In the United States Bankruptcy Court  
For the Southern District of Texas  
Houston Division

United States Courts  
Southern District of Texas  
FILED  
*July 15, 2020*

In re:	§	David J. Bradley, Clerk of Court
	§	Case No. 18-33836-H1-11
Neighbors Legacy Holdings, Inc.,	§	Chapter 11
et al.	§	Jointly Administered
Debtors	§	
Mark Shapiro, Trustee	§	
Plaintiff	§	
	§	
v.	§	Adv. No. 20-03016
	§	
Tom Vo, et al.	§	
Defendants	§	

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**ORIGINAL ANSWER OF DEFENDANT SPRING PASADENA INVESTMENTS, LLC**

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TO THE HONORABLE MARVIN ISGUR UNITED STATES BANKRUPTCY JUDGE:

Comes now, SPRING PASADENA INVESTMENTS, LLC ("Defendant Spring Pasadena Investments"), one of the Defendants in the above numbered and titled Adversary Proceeding, and for answer to the Plaintiff's First Amended Complaint (doc 4 Case 20-03016, the "Complaint") filed by Mark Shapiro, Trustee of the Unsecured Creditor Trust of Neighbors Legacy Holdings, Inc. and its Debtor Affiliates (the "Trustee"), Defendant Spring Pasadena Investments respectfully represents:

**Response to Jurisdiction and Venue**

1. Defendant Spring Pasadena Investments admits paragraphs 1 through 6 of the Complaint and agrees that this Court has jurisdiction and venue to consider the Complaint as to Defendant Spring Pasadena Investments. Defendant Spring Pasadena Investments consents to the entry of final orders or judgment by this honorable Court pursuant to BLR 7008-1 and 7012-1.

Defendant Spring Pasadena Investments does not know whether the Court has jurisdiction or venue to consider the Complaint as to Defendants other than Defendant Spring Pasadena Investments.

### **Response to Parties**

2. Defendant Spring Pasadena Investments admits the allegation of paragraph 7 of the Complaint that the Plaintiff, Mark Shapiro, is the Trustee of the Unsecured Creditor Trust (the "Trust") of Neighbors Legacy Holdings, Inc., and its affiliates (the "Debtors").

3. Defendant Spring Pasadena Investments admits the allegations of paragraph 19 of the Complaint.

4. Defendant Spring Pasadena Investments does not have knowledge about and is not able to either admit or deny the allegations of paragraphs 8 through 18 and 20 through 86 of the Complaint. Defendant Spring Pasadena Investments does not know the correct names and identity of the other defendants named in the Complaint.

### **Response to Background Facts**

5. Defendant Spring Pasadena Investments does not have knowledge about and is not able to either admit or deny the allegations of paragraphs 87 through 91 of the Complaint concerning the bankruptcy cases of the Neighbors Debtor Entities, the Chapter 11 Plan, or the creation of the Unsecured Creditor Trust.

### **Neighbors Emergency Centers Alleged Transfers to Defendants**

6. Defendant Spring Pasadena Investments denies the allegations of paragraphs 92 through 96 of the Complaint and demands strict proof thereof.

7. Defendant Spring Pasadena Investments denies that Defendant Spring Pasadena Investments ever made any loans to the Neighbor Debtor Entities (as that term is defined in the Complaint).

8. Defendant Spring Pasadena Investments denies that Defendant Spring Pasadena Investments was a creditor of any of the Neighbor Debtor Entities.

9. Defendant Spring Pasadena Investments denies that it received any payment, alleged in the Amended Complaint and Exhibit A to the Amended Complaint, that were made while there was bankruptcy or insolvency, and requires strict proof thereof.

10. Defendant Spring Pasadena Investments did not receive any payments or transfers from any of the debtor entities except for only NHS Emergency Services, LLC. Defendant Spring Pasadena Investments denies that NHS Emergency Services, LLC was insolvent on the dates of alleged transfers to Defendant Spring Pasadena Investments.

#### **Response to Claims and Causes of Action**

11. Defendant Spring Pasadena Investments denies the allegations of paragraphs 97 through 105 of the Complaint as they concern Defendant Spring Pasadena Investments and demands strict proof thereof.

12. Defendant Spring Pasadena Investments does not have knowledge about and is not able to either admit or deny the allegations of paragraphs 97 through 105 of the Complaint with respect to defendants other than Defendant Spring Pasadena Investments.

#### **Facts Applicable to All of the Trustee's Theories**

13. Defendant Spring Pasadena Investments did not receive any payments or transfers from any of the debtor entities except for NHS Emergency Services Center, LLC.

14. NHS Emergency Services Center, LLC was non insolvent on the dates of any of the alleged transfers and its Financial Statements prove it was solvent through October 31, 2017.

15. NHS Emergency Services, LLC is a pass through entity for federal income taxes, and did not pay taxes on its income directly to the United States Treasury. The federal income tax liability of NHS Emergency Services, LLC was passed through to the limited partners in



proportion to each partners' share of ownership of the limited partnership, and reported on K-1 statements to the individual partners. The money paid by NHS Emergency Services, LLC to its limited partners was for the purpose and in amounts to enable each partner to pay its share of the partnership's federal income tax liability. The amounts paid to Defendant Spring Pasadena Investments were for that purpose, and Defendant Spring Pasadena Investments paid its share of the federal income tax liability to the United States Treasury with Defendant Spring Pasadena Investments's federal income tax returns. Payment by Defendant Spring Pasadena Investments of its share of the federal income tax liability of NHS Emergency Services, LLC is value and reasonably equivalent value for the amounts received.

**Defenses to the Trustee's Claims for Alleged Receipt of  
Fraudulent Transfers Under Bankruptcy Code Sections 548 and 550**

16. NHS Emergency Services Center, LLC, is not believed to have made any payments or transfers to Defendant Spring Pasadena Investments with actual intent to hinder, delay, or defraud any entity to which NHS Emergency Services, LLC was indebted. Defendant Spring Pasadena Investments is not liable to the Trustee under 11 U.S.C. Section 548(a)(1)(A).

17. On the dates of the alleged transfers, and at all relevant times, NHS Emergency Services Center, LLC was not insolvent, and did not become insolvent as a result of any payments or transfers to Defendant Spring Pasadena Investments. Defendant Spring Pasadena Investments is not liable to the Trustee under 11 U.S.C. Section 548(a)(1)(B)(ii).

18. NHS Emergency Services Center, LLC received reasonably equivalent value in exchange for any alleged transfer to Defendant Spring Pasadena Investments. Defendant Spring Pasadena Investments is not liable to the Trustee under 11 U.S.C. Section 548(a)(1)(B)(i).

19. Defendant Spring Pasadena Investments gave value to NHS Emergency Services Center, LLC in good faith and without knowledge that any alleged transfer to Defendant Spring Pasadena Investments was made by NHS Emergency Services Center, LLC with actual intent to

hinder, delay or defraud any creditor. Defendant Spring Pasadena Investments's value from which NHS Emergency Services Center, LLC benefited, and is equal to or more than the amount of all payments and transfers which Defendant Spring Pasadena Investments received from NHS Emergency Services Center, LLC. In addition, Defendant Spring Pasadena Investments paid its proportionate share of federal income taxes. The Trustee's claims against Defendant Spring Pasadena Investments are barred by 11 U.S.C. Section 548(c) and Section 550(b).

20. The Trustee's claims against Defendant Spring Pasadena Investments under Bankruptcy Code Sections 548 and 550 are barred by the applicable statutes of limitations. The transfers alleged to have been made to Defendant Spring Pasadena Investments allegedly took place more than two years before the date on which the Debtors' petitions were filed, and The Trustee's claims against Defendant Spring Pasadena Investments under Sections 548 and 550 of the Bankruptcy Code are barred by the two year statute of limitations of 11 U.S.C. 548(a)(1).

**Defenses to the Trustee's Claims for Alleged Receipt of Fraudulent Transfers Under Texas Business and Commerce Code Section 24.006**

21. Defendant Spring Pasadena Investments did not receive any payments or transfers from any of the debtor entities except for NHS Emergency Services, LLC.

22. Defendant Spring Pasadena Investments did not receive any payments or transfers from NHS Emergency Services, LLC which were made with actual intent to hinder, delay or defraud its creditors. There are no "Badges of Fraud" as set out in Tex. Bus. & Comm. Code Section 24.005(b). No Badges of Fraud are alleged in the Complaint. Defendant Spring Pasadena Investments is not liable to the Trustee under Tex. Bus. & Comm. Code § 24.005.

23. On the dates of the alleged transfers, and at all relevant times, NHS Emergency Services Center, LLC was not insolvent, and did not become insolvent as a result of any payments or transfers to Defendant Spring Pasadena Investments. Defendant Spring Pasadena Investments is not liable to the Trustee under Tex. Bus. & Comm. Code § 24.006(a).



24. Defendant Spring Pasadena Investments gave reasonably equivalent value for any transfers from the Debtors. Any transfer to Defendant Spring Pasadena Investments was in good faith for value, from which NHS Emergency Services Center, LLC benefited, and is more than the amount of all payments and transfers which Defendant Spring Pasadena Investments received from NHS Emergency Services Center, LLC. In addition, Defendant Spring Pasadena Investments paid its share of federal income taxes. Defendant Spring Pasadena Investments is not liable to the Trustee under Tex. Bus. & Comm. Code § 24.009(a).

25. The Trustee's claims against Defendant Spring Pasadena Investments under Tex. Bus & Comm. Code § 24.006(b) are barred by the statute of limitations. For transfers to an insider which are sought to be avoided under § 24.006 (b), the statute of limitations is one year after the transfer is made. Defendant Spring Pasadena Investments did not receive any payments or transfers from NHS Emergency Services, LLC, or any other debtor entity, within one year before the date of the Debtors' petitions and none are alleged to have been made in the Trustee's Complaint.

### **COUNTER CLAIM**

26. The Trustee's claims against Defendant Spring Pasadena Investments are not merited. Defendant Spring Pasadena Investments is entitled to recover incurred reasonable attorney's fees for defending this Complaint from the Plaintiff, the Trustee of the Unsecured Creditor Trust of Neighbors Legacy Holdings, Inc. and its Debtor Affiliates, pursuant to Tex. Bus. & Comm. Code § 24.013. A reasonable attorney's fee for Defendant Spring Pasadena Investments for the services of its attorneys is the sum of at least \$30,000.00.

### **PRAYER**

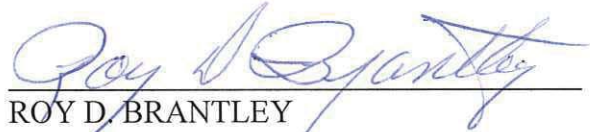
Wherefore, premises considered, Defendant Spring Pasadena Investments, LLC prays that the Trustee take nothing from Defendant Spring Pasadena Investments, and that Defendant Spring

Pasadena Investments recover its costs and reasonable attorney's fees from the Plaintiff, the Trustee of the Unsecured Creditor Trust of Neighbors Legacy Holdings, Inc. and its Debtor Affiliates, and for such and further relief to which Defendant Spring Pasadena Investments may show itself to be justly entitled.

Respectfully submitted,

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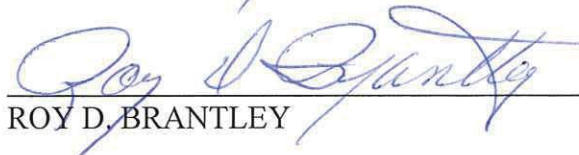
**ATTORNEY FOR DEFENDANT  
DR. SPRING PASADENA  
INVESTMENTS, LLC**

**CERTIFICATE OF SERVICE**

I certify that true copies of this answer were served upon the Trustee by email to the Trustee's attorney of record Clifford Walston of the law firm of Walston Bowlin, LLP, to email address [cliff@walstonbowlin.com](mailto:cliff@walstonbowlin.com), and on all persons who have entered an appearance in this case electronically by means of the Court's CM/ECF System contemporaneously with filing.

I certify that true copies of this motion and proposed order were served upon the Trustee, the Trustee's attorney, and all of the Defendants by mailing same, properly addressed and postage prepaid, to the persons and parties whose names are set forth in the attached Mailing list.

This service was completed on the 14<sup>th</sup> day of July, 2020.

  
ROY D. BRANTLEY

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